

FCC 602
Schedule A

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for **Disclosable** Interest Holders

Approved by OMB
3060-0799
See **instructions** for
Public burden estimate

1) Disclosable Interest Holder's First Name (if individual) <i>Christopher</i>	MI:	Last Name: <i>Vizas</i>	Suffix:
2) Disclosable Interest Holder's Name (if entity).		3) FCC Registration Number(FRN): <i>0016168817</i>	

5) Type of Interest in Filer () (refer to Instructions for a list of codes):	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Filer: <i>0.00</i>
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8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes) <i>Other Director of Speedus Corp</i>	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation <i>United States</i>
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10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional Sheets if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

1) Disclosable Interest Holder's First Name (if individual) John	MI A	Last Name Kallassy	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number (FRN): 0016166761	
5) Type of interest in Filer () (refer to instructions for a list of codes): Officer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0.56
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): other Executive vice President of Speedus Corp		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States	

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional Sheets if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent Of Interest Held

1) Disclosable Interest Holder's First Name (if individual) Shant	MI: S	Last Name: Hovnanian	Suffix
2) Disclosable Interest Holder's Name (if entity)		3) FCC Registration Number(FRN): 0016158883	
4) Disclosable Interest Holders Address c/o Speedus Corp 9 Desbrosses Street Suite 402 New York NY 100131701			
5) Type of Interest in Filer () (refer to instructions for a list of codes) Indirect Ownership Interest in Filer Officer Director	3) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual	7) Percent of Interest Held in Filer 22.40	
8) Disclosable Interest Holders Type of Ownership () (refer to instructions for a list of codes) Common Stock Voting Other Chairman and CEO of Speedus Corp		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

1) Disclosable Interest Holder's First Name (if individual)	MI	Last Name.	Suffix:
2) Disclosable Interest Holder's Name (if entity) Speedus Corp		3) FCC Registration Number(FRN): 0016157356	
4) Disclosable Interest Holder's Address: 9 Desbrosses Street Suite 402 New York, NY 100131701			
5) Type of Interest in Filer () (refer to instructions for a list of codes) Direct Ownership Interest in Filer	(refer to instructions for list of codes) Corporation	100.00	
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes) Other Limited Liability Company units		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation United States Delaware	

Related FCC Regulated **Businesses** of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses Owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

1) Disclosable Interest Holders First Name (Individual) Thomas	MI M	Last Name Finn	Suffix:
2) Disclosable Interest Holder's Name (if entity).		3) FCC Registration Number (FRN): 0016166753	
4) Disclosable Interest Holder's Address c/o Speedus Corp. 9 Desbrosses Street Suite 402			
5) Type of Interest in Filer () (refer to instructions for a list of codes) Officer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes) Individual	7) Percent of interest Held in Filer: 0.00	
8) Disclosable Interest Holders Type of Ownership () (refer to instructions for a list of codes) Other Secretary Treasurer and CFO of Speedus Corp		9) Disclosable Interest Holders Country of Citizenship or Jurisdiction of Formation United States	

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 7 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

1) Disclosable Interest Holder's First Name (if individual) Vahak	MI: S	Last Name Hovnanian	Suffix:
2) Disclosable Interest Holders Name (if entity)		3) FCC Registration Number(FRN): 0016158925	
4) Disclosable Interest Holder's Address: 9 Desbrosses Street Suite 402 New York, NY 100131701			
		9) Disclosable Interest Holders Country of Citizenship or Jurisdiction of Formation United States	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed In Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional Sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

1) Disclosable Interest Holder's First Name (if individual) William	MI: F	Last Name: Leirnkuhler	Suffix:
2) Disclosable Interest Holder's Name (if entity).		3) FCC Registration Number(FRN): 0016168809	
4) Type of interest in Filer () (refer to Instructions for a list of codes) Director	6) Disclosable interest Holder is a (n) () (refer to instructions for list of codes) Individual		7) Percent of Interest Held In Filer 0 00
8) Disclosable Interest Holders Type of Ownership () (refer to instructions for a list of codes) Other Director of Speedus Corp		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation United States	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)		10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

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3060 - 0799
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Public burden estimate

1) Disclosable Interest Holder's First Name (Individual)	MI	Last Name	Suffix:
2) Disclosable Interest Holder's Name (if entity): XO Holdings, Inc.		3) FCC Registration Number(FRN): 0014910871	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Filer () (refer to Instructions for a list of codes) indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 12.50
8) Disclosable Interest Holders Type of Ownership () (refer to instructions for a list of codes) Common Stock Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation United States Delaware	

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of interest Held
Nextlink Wireless, Inc	Provides regulated wireless telecommunications services	0014286934	100.00
Telecommunications of Nevada LLC	Provides regulated wireline	0014910871	100.00

10a) Name and address of all FCC-Regulated Businesses Owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
XO Communications.LLC	Provides regulated wireless telecommunications services	0014917959	100.00
XO Nevada Merger Sub, Inc	Provides regulated wireline telecom services	0013565460	100.00

Attachment(s):

Type	Description	Date Entered
O	<u>Additional Info Re: Telecommunications of Nevada, LLC</u>	1200703
I	<u>Shant Hovnanian Indirect Ownership Exhibit</u>	200703
I	<u>Vahak Hovnanian Indirect Ownership Exhibit</u>	200703
I	<u>XO Holdings, Inc. Indirect Ownership Exhibit</u>	200703

Ownership Disclosure Information

EXPLANATION OF INTEREST HELD IN TELECOMMUNICATIONS OF NEVADA LLC

XO Holdings; Inc. ("XO") directly owns 100% of the outstanding equity interests of XO Communications, LLC ("XOLLC") and 100% of the outstanding equity interests of XO Nevada Merger Sub. Inc ("XOSub"). XOLLC owns 50% of the outstanding equity interests of Telecommunications of Nevada LLC ("TON"). XO Nevada Merger Sub, Inc., directly owns 50% of the outstanding equity interests of TON. Therefore, XO indirectly owns 100% of TON

NetfreeUS, LLC
Ownership Disclosure Information
Indirect Ownership Exhibit

EXPLANATION OF INDIRECT OWNERSHIP INTEREST
IN NETFREEUS, LLC HELD BY
SHANT S. HOVNANIAN

Shant S. Hovnanian has a **22.4%** ownership interest in Speedus Corp., which is the sole member of the filer, NetfreeUS, LLC. Therefore, Shant S. Hovnanian holds a 22.4 % indirect ownership interest in NetfreeUS, LLC.

NetfreeUS, LLC.
Ownership Disclosure Information
Indirect Ownership Exhibit

EXPLANATION OF INDIRECT OWNERSHIP INTEREST
IN NETFREEUS, LLC. HELD BY
VAHAK S. HOVNANIAN

Vahak S. Hovnanian has a 17.5 % ownership interest in Speedus Corp. which is the sole member of the filer, NetfreeUS, LLC. Therefore, Vahak S. Hovnanian holds a 17.5 % indirect ownership interest in NetfreeUS, LLC.

NetfreeUS, LLC.
Ownership Disclosure Information
Indirect Ownership Exhibit

EXPLANATION OF INDIRECT OWNERSHIP INTEREST
IN NETFREEUS, LLC HELD **BY**
XO HOLDINGS, INC.

XO Holdings, Inc has a 12.5 % ownership interest in Speedus Corp. which is the sole member of the filer, NetfreeUS, LLC. Therefore, XO Holdings, Inc. holds a 12.5% indirect ownership interest in NetfreeUS, LLC

Exhibit 2
License and Operating Conditions

The NetfreeUS, LLC ("NetfreeUS") license and NetfreeUS's operations in the 2155-2175 MHz band shall be conditioned on the following requirements:

1. Service Name and Definition

NetfreeUS shall provide Wireless Public Broadband ("WPB") service. WPB is a radio service provided under a single nationwide license on 20 MHz of spectrum in the 2155-2175 MHz band for the provision of fixed, portable and mobile broadband services, without charge to end users, on a network engineered to provide data rates of at least 384 kbps downstream and 128 kbps upstream.

2. Frequencies

NetfreeUS shall provide WPB service in the 2155-2175 MHz band on a primary basis.

3. Service Areas; Secondary Market Requirements

The Service Area for WPB service in the 2155-2175 MHz band shall be nationwide. The nationwide service area consists of the fifty states, the District of Columbia, American Samoa; Guam, Northern Mariana Islands, Puerto Rico and the United States Virgin Islands.

Within 60 days of receiving its license for the nationwide service area, NetfreeUS shall offer to unaffiliated members of the public the opportunity to lease the spectrum. Using the secondary market rules and procedures of Section 1.9001 *et seq.*, NetfreeUS and third-party lessees will apply to the Commission (if a *de facto* spectrum lease) or will notify the Commission (if a spectrum manager lease). NetfreeUS and any single lessee shall be limited to a maximum of fifty (50) wireless access points ("WAPs"). Lease fees payable by the lessees to NetfreeUS shall be limited to NetfreeUS's transaction costs in negotiating the lease and in obtaining any required Commission approval.

Access to the WPB shall be available to end users on a "private commons" basis pursuant to Section 1.9080 of the Commission's Rules.

4. License Period

Initial authorizations and renewal terms for WPB service shall be ten (10) years from the date of initial issuance or renewal.

5. Construction and service requirements; Criteria for comparative renewal proceedings.

Service on the WPB shall commence within six (6) months from the date that the Commission grants the license to NetfreeUS. The license shall be subject to "substantial service" obligations as follows:

- (a) coverage to at least 50 percent of the nation's 734 Cellular Market Areas ("CMAs") within four years of initial license grant;
- (b) coverage to 75 percent of the nation's CMAs within six years of license grant; and
- (c) coverage to at least 95 percent of the nation's CMAs within 10 years of license grant.

"Substantial service" may be demonstrated by these deadlines **through** certain "safe harbors," including:

- (a) coverage to at least 30 percent of the population of the CMA; or
- (b) coverage to "rural areas" (a county (or equivalent) with a population density of 100 persons per square mile or less, based upon the most recently available Census data) and areas with limited access to telecommunications services, where coverage is provided to at least 75% of the geographic area of at least 30% of the rural areas within its service area; or
- (c) providing specialized or technologically sophisticated service that does not require a high level of coverage to benefit consumers; or
- (d) providing service to niche markets or to areas outside the areas covered by other licenses.

The WPB licensee shall maintain a database of WAPs to identify areas where service is available. The WPB licensee shall update the database weekly.

6. Power limits

The following power limits shall apply to the 2155-2175 MHz band:

(a) *Main, booster and base stations.*

(i) **The** maximum EIRP of a main, booster or base station shall not exceed $33 \text{ dBW} + 10 \log(X/Y) \text{ dBW}$, where **X** is the actual channel width in MHz and Y is 6 MHz.

(ii) If a main or booster station sectorizes or otherwise **uses** one or **more** transmitting antennas with a non-omnidirectional horizontal plane radiation pattern, **the** maximum EIRP in dBW in a given direction shall be determined by the following formula: $\text{EIRP} = 33 \text{ dBW} + 10 \log(X/Y) \text{ dBW} + 10 \log(360/\text{beamwidth}) \text{ dBW}$, where X is the actual channel width in MHz, Y is 6 MHz, and beamwidth is the total horizontal plane beamwidth of the individual transmitting antenna for the station or any sector measured at the half-power points.

(b) *User stations.* **All** user stations are limited to 2.0 watts transmitter output power.

7. Emission limits

For operations in the 2155–2175 MHz band, the power of any emissions outside the WPB licensee's frequency bands of operation shall be attenuated below the transmitter power (P) measured in watts.

(a) *For fixed and temporary fixed digital stations.* The attenuation for fixed and temporary fixed digital stations shall be not less than $43 + 10 \log (P)$ dB, unless a documented harmful interference complaint is received from an adjacent channel licensee. Provided that the complaint cannot be mutually resolved between the parties, both licensees of existing and new systems shall reduce their out-of-band emissions by at least $67 + 10 \log (P)$ dB measured at 3 MHz from their channel's edges.

(b) *For user stations.* The attenuation factor for user stations shall be not less than $43 + 10 \log (P)$ dB at the channel edge and $55 + 10 \log (P)$ dB at 3 MHz from the channel edges.

8. Relocation of Incumbents

(a) *Relocation of fixed microwave service licensees.* Incumbent fixed microwave service licensees in the 2160-2175 MHz band shall be relocated pursuant to the procedures established by the Commission in the Ninth Report and Order on Advanced Wireless Services. *See Amendment of Part 2 of the Commission's Rules to Allocate Spectrum Below 3 GHz for Mobile and Fixed Services to Support the Introduction of New Advanced Wireless Services, including Third Generation Wireless Systems*, Ninth Report and Order, FCC 06-45, §§ 55-63 (rel. Apr. 21, 2006) ("AWS 9th R&O").

(b) *Relocation of fixed BRS licensees.* Incumbent BRS licensees in the 2150-2162 MHz band shall be relocated pursuant to the procedures established in the Ninth Report and Order on Advanced Wireless Services. *See AWS 9th R&O* at §§ 11-63.

9. Protection of Incumbents

(a) *Protection of Part 101 operations.* Prior to initiating operations from any base or fixed station, the WPB licensee must coordinate its frequency usage with co-channel and adjacent-channel incumbent Part 101 fixed-point-to-point microwave licensees operating in the 2110-2155 MHz band. Coordination shall be conducted in accordance with the provisions of Section 24.237 of this chapter.

(b) *Protection of Part 27 operations.* Prior to initiating operations from any base or fixed station, the WPB licensee must coordinate its frequency usage with co-channel and adjacent channel incumbent Part 27 BRS licensees operating in the 2150-2162 MHz band. In the event that the WPB licensee and BRS licensees cannot reach agreement in coordinating their facilities, either licensee may seek the assistance of the Commission, and the Commission may then, at its discretion, impose requirements on either or both parties.

10. Public Interest and Other Obligations

(a) **Basic service.** The WPB licensee shall make available WPB service at engineered data rates of at least **384** kbps download and **128** kbps upload speeds free of airtime or service charges.

(b) **Service to Public Safety Entities.** The WPB licensee shall serve any public safety organization in the U.S. willing to utilize WPB, without limit to the number of devices, and without airtime or service charges, provided that the WPB licensee has constructed its network and makes service generally available in the public **safety** agencies' service area. The WPB licensee shall provide any public safety entity that registers with service at engineered data rates of at least **384** kbps download and **128** kbps upload speeds.

(c) **Fees on Gross Revenue.** The WPB licensee and the lessees shall pay to **the** U.S. Treasury, on **an** annual basis, a voluntary usage fee of 5% of the gross revenues from the WPB service.

(d) **Interference Protection.** The WPB licensee shall protect incumbent licensees from harmful interference from its operations until the incumbents' operations are relocated in accordance with applicable Commission rules.

(e) **Commercial Mobile Radio Service.** NetfreeUS is subject to regulation **as** Commercial Mobile Service under Section **332** of the Communications Act of 1934, **47** U.S.C. § **332**, and as a Commercial Mobile Radio Service as defined in Section 20.9 of the Commission's Rules. *See* **47 C.F.R. § 20.9**.

Exhibit 3

Overview of NetfreeUS Internet Advertising Service Proposal

Advertising on the Internet is a well-established business. Currently, **the** advertising may **take** the form of banner advertising, pop-up advertising or search-based advertising. NetfreeUs's business model uses easily accessible software to put control of Internet advertising in **the** hands of the consumer. This "User Designated Advertising Service" will capitalize on user or group preferences which can be based on, for instance, their religious faith, their concern for a cause such as, but not limited to, **the** environment, their choice of lifestyle, their commitment to a specific technology or their **desire** to only *see* advertising related to certain geographic locations or product lines. The advertising on the NetfreeUS network will easily allow such users to view, primarily, advertising based on their own preferences.

Unlike business models that rely on proprietary equipment, the NetfreeUS model is predicated on a software-defined, open-network architecture. Revenues **are** derived from advertisers who *see* the value in targeting advertising to consumers that proactively demonstrate a preference for the advertisement. NetfreeUS believes that targeted advertising will benefit the public's interest in controlling Internet content and will **tap** a resource with tremendous potential for increasing revenue streams. This, in turn, will lead to increased contributions to the U.S. Treasury under NetfreeUS's proposal.

Certificate of Service

I, Kenneth B. Wolin, a paralegal with the law office of Rini Coran, PC, hereby certify that on this 2nd day of March, 2007, I caused a copy of the foregoing Application of NetfreeUS, LLC to be delivered by First-Class United States mail to the following:

Chairman Kevin J. Martin*
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. **20554**

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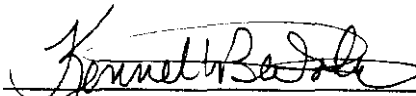
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*Denotes hand-delivery


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